Massachusetts Division of Insurance Annual Report of Membership in Small Group Health Insurance Plans ¹ as of December 31, 2003

COVERED LIVES	ANNUAL	ANNUAL	2002 - 2003	2002	2003
BLUE CROSS AND BLUE SHIELD OF MASSACHUSETTS, INC.	2002	2003	CHANGE	MARKET	MARKET
(WITH 2003 MEMBERSHIP ACCORDING TO 2003 ANNUAL REPORTS)	COVERED LIVES	COVERED LIVES	COVERED LIVES	SHARE	SHARE
1 Blue Cross and Blue Shield of Massachusetts, Inc. ²	50,511	48,929	(1,582)	6.3%	6.4%
Totals:	50,511	48,929	(1,582)	6.3%	6.4%

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Based on the 2003 Small Group Annual Reports currently on file with the Division.
Membership does not include members enrolled in Blue Cross and Blue Shield's HMO Blue line of business which are included in the Health Maintenance Organization details.